1	RETIREMENT SYSTEMS OF ALABAMA
2	TEACHERS' RETIREMENT SYSTEM
3	BOARD OF CONTROL
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17	VIDEOCONFERENCE TEACHERS' RETIREMENT
18	SYSTEM BOARD OF CONTROL MEETING reported by Jeana S.
19	Boggs, Certified Court Reporter and Notary Public,
20	in the conference room of the Retirement Systems of
21	Alabama, 201 South Union Street, Montgomery,
22	Alabama, that was held at approximately 11:00 a.m.,
23	Tuesday, February 2nd, 2021.
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1	APPEARANCES
2	BOARD MEMBERS:
3	MR. LUKE HALLMARK, CHAIRMAN
4	MR. RICKY WHALEY
5	MR. KELLY BUTLER
6	MR. JOHN MCMILLAN
7	DR. ERIC MACKEY
8	DR. JOSEPH G. VAN MATRE
9	DR. KELLI SHOMAKER
10	DR. SUSAN BROWN
11	MS. AMY CREW
12	MS. CHARLENE MCCOY
13	MRS. SUSAN LOCKRIDGE
14	MR. RUSSELL TWILLEY
15	MS. PEGGY MOBLEY
16	MS. ANITA GIBSON
17	MR. JEFF COLE
18	
19	
20	
21	
22	
23	
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1	ALSO PRESENT:
2	DR. DAVID BRONNER, RSA SECRETARY/TREASURER
3	MR. DON YANCEY, DEPUTY DIRECTOR
4	MS. NEAH SCOTT, LEGISLATIVE
5	MS. EMILY EATON, RSA ASSISTANT
6	MR. MARC GREEN, RSA CIO
7	MR. TONY DAVIS, PCH
8	MR. STEVE WILLIAMS, CARR, RIGGS & INGRAM
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CALL TO ORDER/ROLL CALL 1 2 CHAIRMAN HALLMARK: It was 3 supposed to start at 10:30, but we are 4 running a little bit late. But like I 5 said, about 11:08. So, at this time, I'm 6 going to ask for the roll call, please. 7 MS. EATON: Luke Hallmark? 8 CHAIRMAN HALLMARK: Here. MS. EATON: Ricky Whaley? 9 10 MR. WHALEY: Here. 11 MS. EATON: Kelly Butler? 12 MR. BUTLER: Here. 13 MS. EATON: John McMillan? 14 MR. MCMILLAN: Here. 15 MS. EATON: Eric Mackey? 16 DR. MACKEY: Here. 17 MS. EATON: Joseph Van Matre? 18 MR. VAN MATRE: Here. 19 Kelli Shomaker? MS. EATON: 20 MS. SHOMAKER: Here. 21 MS. EATON: Susan Brown? 2.2. DR. BROWN: Present. 23 MS. EATON: Amy Crew?

1	MS. CREW: Here.
2	MS. EATON: Charlene McCoy?
3	MS. McCOY: Here.
4	MS. EATON: Susan Lockridge?
5	MRS. LOCKRIDGE: Here.
6	MS. EATON: Russell Twilley?
7	MR. TWILLEY: Here.
8	MS. EATON: Peggy Mobley?
9	MS. MOBLEY: Here.
10	MS. EATON: Anita Gibson?
11	MS. GIBSON: Here.
12	MS. EATON: Jeff Cole?
13	MR. COLE: Here.
14	APPROVAL OF AGENDA
15	MR. HALLMARK: Good. We do have a
16	quorum. Item II is the Approval of the
17	Agenda. Look over the agenda real quickly.
18	It hasn't changed from what you received,
19	so at this time, I'd appreciate a motion to
20	approve.
21	MRS. LOCKRIDGE: Motion.
22	MR. HALLMARK: Mrs. Lockridge.
23	Second?

1	MR. COLE: Second.
2	CHAIRMAN HALLMARK: Mr. Cole. Any
3	discussion? Comments?
4	(No response)
5	CHAIRMAN HALLMARK: All in favor
6	say "aye."
7	(Board members saying "aye.")
8	CHAIRMAN HALLMARK: All opposed,
9	like sign?
10	(No response).
11	CHAIRMAN HALLMARK: Ayes carry.
12	APPROVAL OF 12/8/2020 MINUTES
13	CHAIRMAN HALLMARK: Item III would
14	be the approval of our December 8th Board
15	meeting minutes. You should have had
16	received a copy through email. If you
17	haven't, you probably could briefly look
18	over them. But at this time, I need a
19	motion to approve the April excuse me,
20	the December 8th, 2020, Board meeting
21	minutes.
22	MS. CREW: So moved.
23	CHAIRMAN HALLMARK: I've got a

1	motion from Ms. Crew.
2	MS. SHOMAKER: Second.
3	CHAIRMAN HALLMARK: I have got a
4	second from Ms. Shomaker. Any discussion?
5	Comments?
6	(No response).
7	CHAIRMAN HALLMARK: All in favor
8	say "aye."
9	(Board members saying "aye").
LO	CHAIRMAN HALLMARK: All opposed,
11	like sign?
12	(No response).
13	CHAIRMAN HALLMARK: Ayes carry.
L4	This brings us to Item IV, a Legislative
15	update. We are going to ask Neah Scott to
L6	come down, please.
L7	LEGISLATIVE UPDATE
18	MS. NEAH SCOTT: Good morning.
L9	Well, as you-all know, the Legislature is
20	back in session. We are on, I think week
21	four, and it's been a little bit different
22	this year, like everything else. It's been
23	mostly remote, and you can live stream all

of their meetings with a few glitches in the first week. We — I think they have kind of, they worked through the process and so far we have had the access that we need, and have been able to work with the Legislature on issues that effect TRS and PEEHIP.

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So, there is a handful of bills that have been filed that will impact Most of them we have seen before, TRS. so there is the Tier II -- TRS Tier II modification bill. This kind of grew as a compromise from the Tier III efforts that we have talked about in the past two sessions. Now, the Tier III had passed the House -- I can't remember if it was two or three years -- but would get stalled up in the Senate. And so, last year, right before the Senate -- or the Legislature broke for spring break they kind of reached a compromise and had filed the bills to kind of move the process forward. And then, of course,

COVID happened, and there was no movement on those.

2.

2.2.

So, those have been brought back, and with what the Tier II modifications do is it increases the member contribution for Tier II members to 6.75%, allows 30-year retirement, and allows the conversion of sick leave. So, the House version of this bill has passed out of the House and is currently pending in the Senate. I don't anticipate we will see it in Senate Committee before spring break. I think they are working on getting the budget out right now, but I do know that it's likely to come up.

Another bill that has been filed that we have seen before are the bills to create the trust for — to fund retiree bonuses. There's been different versions filed in the past few years, and there has been a House and a Senate version filed. Those haven't come up in Committee yet.

Kind of new bills that have been filed: There is a bill filed by Senator Marsh to grant a one-time bonus for retirees. It's in the amount of \$2.00 per month for service credit. That has not been brought up in Committee yet. I think he has been focused on other matters right now, but we anticipate that he will bring that up soon.

2.2.

return-to-work bill filed by

Representative Moore, and it allows for

very limited exception to the earnings

limits for teachers — retired teachers

that come back, and there is a

certification process. There has to be a

teacher shortage that the State

Superintendent certify — or a shortage

in that area that the State

Superintendent certifies. There has to

be certification from the local

superintendent that they have advertised

for the position, and have not been able

to fill it. And it would allow a retired teacher to come and make — pass the earnings cap; it would just be for one year. And we are working with the sponsor. We have some tweaks that we need to make. We don't want an exception to kind of — to hurt the whole — the system as a whole, but we recognize that there are teacher shortages. So, that hasn't come up in Committee yet, but we are working with a sponsor on that.

2.2.

And then finally, there is a PEEHIP bill, or a bill that impacts
PEEHIP that we are working on. It's a bill to regulate pharmacy benefit
managers. But it's going to have a direct impact on PEEHIP, and negative financial impact. And so, we are trying to work through our issues with the Legislature on that bill, to make sure that it doesn't hurt the plan and the members. Are there any questions?

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What about the

MR. HALLMARK:

1	lottery bill? I mean, is there anything in
2	there for retirees, as far as COLAs or, I
3	mean have they gotten down to the nuts and
4	bolts of what the lottery bill may be
5	about?
6	MS. NEAH SCOTT: There are still
7	working on that. Currently in the
8	current version there is not anything that
9	would direct it to retirees. But I know
10	that Senator Marsh, it had come out of
11	Committee, and then he brought it to the
12	Senate floor and is currently working on
13	some issues, but I think I don't know if
14	that's part of some of what he is trying to
15	work out, or not.
16	MR. HALLMARK: Okay. Any other?
17	Mr. Whaley.
18	MR. WHALEY: As far as how much a
19	retiree can come back and make now, we've
20	tied that to the
21	MS. NEAH SCOTT: CPI.
22	MR. WHALEY: Right. CPI sometime
23	back. So, what is that number now? Do you

1	know?
2	MS. NEAH SCOTT: Three two, I
3	think.
4	DR. MACKEY: She's got a question
5	on the board.
6	MR. HALLMARK: Mrs. Shomaker. Dr.
7	Shomaker?
8	MS. SHOMAKER: Thank you, Chairman
9	Hallmark. Neah, I just wanted to make sure
10	I understand. In most of the bills that I
11	have seen and read thus far, that the
12	going to a 30-year retirement plan would
13	raise the employee portion, if you are Tier
14	II, from 6% to 6.75; is that correct? So,
15	they would pay more into the plan?
16	MS. NEAH SCOTT: Yes, ma'am.
17	MS. SHOMAKER: Okay.
18	CHAIRMAN HALLMARK: Dr. Mackey.
19	DR. MACKEY: I was just pointing
20	out Dr. Shomaker had a question. Sorry.
21	CHAIRMAN HALLMARK: Mr. Butler.
22	MS. SHOMAKER: Can I I just
23	have a follow-up, though. Hang on. I

wasn't through. So, were there any
projections run? And where did that figure
come from?
MS. NEAH SCOTT: The 6.75% is just
the amount that the member contribution
rate would be increased. The estimated
MS. SHOMAKER: Right. But where
did that where did it come from? Why
was it necessary?
MS. NEAH SCOTT: Because the I
think the Legislature wanted the member to
bear a lot of the normal cost. And kind of
the increase in the employer rate that
would result from the change is to pay for
the unfunded liability related to it.
MS. SHOMAKER: Were there any
Diane, were there any projections run as to
the sufficiency of that amount?
MS. NEAH SCOTT: We have
MS. DIANE SCOTT: Yeah, go ahead.
You got it.
MS. NEAH SCOTT: The actuaries did
run 30 year projections on that, and the

1 projections do show after 15 years, when 2 you pay off the unfunded liability, that 3 there is not ongoing increased costs to the 4 employer. 5 MS. SHOMAKER: Just to the 6 employee? 7 MS. NEAH SCOTT: Yes, ma'am. 8 MS. SHOMAKER: You understand 9 where I am coming. Most of my employees 10 will be paying for that increase. 11 MS. NEAH SCOTT: Right. 12 MR. HALLMARK: Okay. Mr. Butler. 13 MR. BUTLER: Yeah, the bonus that 14 Senator Marsh introduced, is that just TRS, 15 or did he include ERS, too? 16 MS. NEAH SCOTT: There -- Senator 17 Singleton has filed a bill for -- actually, 18 and I have got them swapped. 19 Singleton has the TRS bonus, and Senator 20 Marsh is the ERS bonus. And Senator 21 Singleton's is currently at \$3.00 per month 2.2. of service credit. Thank you. And then 23 Senator Marsh's is for ERS. Thanks.

1	MR. WHALEY: So, currently
2	(audio check).
3	UNIDENTIFIED: Tier I pays 7.5% to
4	employer I mean, the employee does.
5	MS. NEAH SCOTT: Correct.
6	MR. WHALEY: So, what they are
7	trying to do is lower than what Tier I is
8	paying.
9	MS. NEAH SCOTT: It would be.
10	MS. SHOMAKER: Well, realize the
11	benefits are a whole lot better; the Tier I
12	and Tier II.
13	MR. WHALEY: You want 30 year
14	retirement, you know, and you want to be
15	able to have your sick leave unlimited, you
16	are you have to I mean, you have to pay
17	up.
18	MS. SHOMAKER: I am not asking for
19	it.
20	MR. WHALEY: But the retirees I
21	mean, the Tier II employees I think would
22	be more than happy to pay an additional
23	percent to get the 30 year retirement, and

1 unlimited sick leave.

2.2.

MS. SHOMAKER: I don't necessarily think we have done any consensus of our employees to determine that. And they also won't be able to retire at 30 years and receive insurance benefits, if you looked at the premiums that Diane put up just a few minutes ago, at 52 years of age. It's not going to happen.

MR. WHALEY: Yeah, but currently, I don't know of anybody that can retire at 25 year or 30 years now. I mean, it looks good, and as Dr. Mackey said earlier, you know it's -- yeah, you can retire but you are going to be looking at 50% of your salary, and your insurance if you are 46 year old, you have got a doughnut hole from 65 -- age 65 to 46 or 19 years and you are going to be paying \$800 a month for PEEHIP. That's on Tier I, too.

MS. SHOMAKER: Exactly. That's my point. We are proposing something I don't think many people will take advantage of.

MR. WHALEY: But the main thing, though is to get these employees — or one of the main things is to get these employees their sick leave to be unlimited, because what we are seeing in public schools is, after they get 30-days in there, they take one day a month off every single month, and we — we don't have the substitutes to fill it. So —

2.2.

MS. SHOMAKER: Well, there might be a better solution to that. That's a different problem than looking at funding your retirement plan.

MR. WHALEY: But, I mean --

MR. HALLMARK: And you also have people that may not get into education right out of college. So, the 30 years really won't affect them as much, because they may be 28, 29 years old and say, hey listen, I want to be a teacher. And so, if they have to work 30 years, then they are pushing the 60 number when they retire. And I think you are going to see people

1	that are pleased with the opportunity to be
2	able to turn their days into service time,
3	and also know that, you know, they can, you
4	know, just put in 30 years and retire.
5	MR. WHALEY: Another point to make
6	is, in 2011 I think it was, teachers were
7	paying in 5%, and the employer was paying
8	in 7.5%. And then we that flipped.
9	MS. NEAH SCOTT: The employer rate
10	wasn't set at the 7.5%, but when they
11	increased it to 7.5
12	MR. WHALEY: We went from 5% to
13	7.5%.
14	MS. NEAH SCOTT: it did
15	decrease. Right. It did decrease what the
16	employer was paying.
17	MR. WHALEY: So, I mean
18	MS. NEAH SCOTT: And you are
19	right. The change won't benefit everybody.
20	I am Tier II, and I started at 32, so 30
21	years gets me to 62. But.
22	MR. WHALEY: Right.
23	MS. NEAH SCOTT: It's a valid

1 point. 2 MR. HALLMARK: Any other comments? 3 MS. SHOMAKER: No. I just want to 4 follow up. I would like to see some 5 actuarial reports on what happens when 6 everyone does retire at 30 years, what that 7 does to your funding environment. 8 MS. NEAH SCOTT: And I don't think 9 in how they ran the projections that they 10 assumed everyone would retire at 30 years. 11 I think they applied kind of the normal 12 assumptions about a certain amount of 13 people taking advantage of it. But I can 14 send you those projections. 15 MS. SHOMAKER: That would be 16 great. Thank you. 17 Dr. Shomaker, what MR. HALLMARK: 18 do you think the average number of years 19 are at your workplace for retirement? 20 you think people put in 30? Do you think 21 they are putting in less than 30, or more 2.2. than 30? 23 MS. SHOMAKER: Well, Dr. Van

1	Matre, how many years have you been
2	working?
3	MR. HALLMARK: Sixty.
4	MS. SHOMAKER: Okay. He's a
5	faculty member. Faculty then become
6	emeritas faculty. And they keep working.
7	DR. VAN MATRE: Right. But what
8	about those that are not faculty members?
9	MS. SHOMAKER: I don't have any
10	stat to really show you. I think most of
11	them work until until they probably at
12	least 65.
13	DR. VAN MATRE: Yeah, they are not
14	really looking at the 30 number. They are
15	probably more looking at Social Security
16	number.
17	MR. VAN MATRE: And we have
18	faculty that leave UAB and go to another
19	out-of-state campus. So, I think you'd
20	have to get a little broader group of
21	people to talk to than just focusing on
22	people like me.
23	MR. HALLMARK: Yeah. Dr. Mackey.

1 MR. VAN MATRE: I don't claim to 2 be representative.

2.2.

MR. MACKEY: Well, the chairman is making comments about you.

I wanted to point out one of the issues -- of course, it's already been pointed out -- is the being able to use your retirement days -- accumulated retirement days to ad to years of service, which is something that was lost in Tier III, and something that would benefit everybody upon retirement.

But the big difference, you know, people can retire now under Tier III at 30 years. It's just, they can't start drawing a check until they turn 62. And we — and so, what this would allow is people who said, you know, I've got my 30 years in — it might be 35 years, and they might be 57 years old, and they get an opportunity to do something else. It allows them to start drawing their retirement check at 57, and then do

another job. Otherwise they leave would — they leave at 57, but they are not able to start drawing until 62. So, I think what we see is that to Dr. Shomaker's point, a lot of people will not be able to leave service at 50, or 52 and pay for their insurance and just live the happy retirement and travel and do all the things they want to do. They are probably going to take a second job.

2.2.

But what this would allow them
to do is, while they are taking that
second job, to draw a check from their
pension fund also, so they have an extra
build kind of a next egg for those years.
Rather than having to wait until they are
62 before they get a check. And I think
that's why the rate has to go up, because
they are drawing that check earlier.

But, I don't know. I can't speak for university employees. I can tell you from K-12, our estimation is that many of our employees under current

1 Tier III will leave sometime in their 2 50s, and they will go take a second job. 3 They won't work 40 something years in one 4 job. But the problem is, they won't be 5 able to take advantage of that until they 6 turn 62. So, anyway, I think it's a good 7 compromise, and fully support it. And I 8 guess that -- I mean, I am on the record 9 supporting that, but it's taken the 10 Legislature a long time to get to this 11 point. I just wanted to point that out, 12 that people can retire before age 62. 13 They can't draw a check until they turn 14 62, under the current structure. 15 MR. HALLMARK: Okay. Any other 16 comments. 17 (No response). 18 19 CHAIRMAN HALLMARK: Okay. Neah, 20 thank you. I appreciate it. 21 The next item is Item V, the 2.2. Investment Performance Update with Marc 23 Green.

INVESTMENT PERFORMANCE UPDATE

2.2.

MR. MARC GREEN: Good morning,
Mr. Chair, members of the Board. The
performance report starts on page 23. This
is the same report that we have gone
through time and time again. I will
concentrate on the fiscal year to date
column so it will cover the first four
months of the new fiscal year. If you drop
down to the bold lines in the middle of the
page, total domestic equity return was
15.86%. Our benchmark, 15.9%.

I thought it would be interesting to point out as well, if you look at the benchmarks underneath, so, for the first four months of this year S&P up 11%, and the small cap index up 39.57%. So, a pretty big bifurcation there. And that's sort of different than what we have experienced the last four or five years. It's been the S&P 500 lead market, and now small cap and value has sort of taken the lead.

1 Now the next section, 2 international equities, emerging markets 3 for the first time in awhile had a -- you 4 know, it was off to the races; up 22.78%. 5 Developed international up 14.67%. 6 Blending those two, up 16.60% versus a 7 benchmark of 16.87%. 8 Blending domestic and international overturn was 16.02% versus 9 10 benchmark of 16.1%. That covers common 11 stocks. Any questions there? 12 CHAIRMAN HALLMARK: Any questions 13 or comments here? 14 (No response). 15 CHAIRMAN HALLMARK: Okav. 16 MR. MARC GREEN: Okay. So, 17 flipping to page 24, the same under fiscal 18 year to date, our fixed income portfolio is 19 up 40 basis points, dropping down three 20 lines, you can see the Barclays Agg return 21 was a negative five basis points. Under 2.2. alternatives, private placements up 1.43%. 23 Preferred and private equity up 1.80%.

Blending those two, it was actually 1.80%.

2.2.

Under real estate, it's zero, you know, we get it appraised once a year. So, until we get the new appraisals, it will be zero. We also added some REITS exposure. So, you can see under real estate, there is a TRS public real estate. We started that in early December, adding to REITS. We have got \$300 million in Teachers. And it's actually had a pretty good move. We are up about 8%. In January — February has been good in the REIT world.

Going back to the report, TRS total alternatives return is 82 basis points, and blending that with fixed income, 65 basis points.

Under cash, you know, there is no yield out there at all at the moment. So, our total cash return was seven basis points. And the total plan return, fiscal year to date is 10.65% versus policy of 11.46%. And a lot of that has

1 to do with staling, and benchmarks, so 2 for like preferred and private equity, 3 our benchmark is the Russell 3,000, plus 4 300, and that index is ripped. So, until 5 we get all that stuff valued, you're 6 going to see a pretty big delta between 7 benchmark and actuals. So, that 8 completes --9 CHAIRMAN HALLMARK: Any comments 10 or questions? 11 (No response). 12 MR. MARC GREEN: Okay. So, page 13 25 is the pie chart. It gives you your asset allocation breakdown. Domestic 14 15 equity, a little over 53%; international, a 16 little over 15%; core fixed income, almost 17 11%; private placements, private equity, 18 5.7%; real estate 9.5%; and cash at 5.5%. 19 Is this about CHAIRMAN HALLMARK: 20 where it always is? 21 MR. MARC GREEN: It's not -- yeah. 2.2. It is not -- well, we are at 68% stocks. I 23 mean, we've been as -- depending upon what

is going on in the markets. But somewhere — that's actually towards the high end of where we've been. It's usually low 60s to 66%. And I think we have taken 7% out of common stock over the last two years. And just with the big run that we have seen, you know, that piece of the pie continues to grow.

2.2.

Page 26 gives you your investment policy compliance report. If you look over to the far right side, you can see that, yes, we are in the compliance range as adopted by the Board, or set forth by the Board for this report.

And lastly on page 27, this is our universe comparison report. This covers the period through December 31st. They don't give you sort of intra month reports. But for the one quarter, which would be our new fiscal year to date, our return of 10.57% ranked in the 28th percentile; the median was 9.91%.

1	CHAIRMAN HALLMARK: Okay.
2	Comments? Questions?
3	(No response).
4	MR. MARC GREEN: All right. Thank
5	you.
6	CHAIRMAN HALLMARK: All right. I
7	mean, any closing comments you would like
8	to say about where we are, and where we may
9	be going or
10	MR. MARC GREEN: Yeah. I mean, I
11	think the big debate right now, you've seen
12	the tenure go from 60 basis points to
13	125 well, actually, we were like 141
14	this morning. So, more than doubling in
15	basis points, terms of yield which for our
16	new calendar year, that's like a negative
17	3% return for, say a Barclays Agg will get.
18	And we are sitting at 10.5% of the fund, in
19	the core fixed income.
20	So, we've been expecting this
21	for awhile, and have had a limited
22	exposure to fixed income and it's final
23	starting to happen. And it will be

1	interesting to see how the fed handles
2	this. But it's the big question.
3	CHAIRMAN HALLMARK: Okay. Oh,
4	yeah. Appreciate it.
5	MR. MARC GREEN: Yes, sir. Thank
6	you.
7	CHAIRMAN HALLMARK: Next is Item
8	VI, our Hotel Update. Mr. Tony Davis.
9	HOTEL UPDATE
10	MR. DAVIS: Thank you,
11	Mr. Chairman. I brought with me Pete
12	Kiernan. He is our CFO, and he is going to
13	help with sharing some information with you
14	this morning. So, without further adieu,
15	we will just kind of jump into it.
16	Well, actually you should have a
17	packet in front of you, and we will just
18	walk you through.
19	CHAIRMAN HALLMARK: What does it
20	look like?
21	MR. DAVIS: It's actually RSA
22	portfolio.
23	CHAIRMAN HALLMARK: Okay. Thank

1 you.

2.2.

MR. DAVIS: And we are going to just walk-through this, and so you can stop at any time and ask questions. All right. So, the, really on page two as we kind of start to kind of give you a little bit of a recap what we are going to share with you this morning.

First off is actually just a PCH Hotels/Resorts, the management company that is employed by RSA for these hotels and how we manage them. We will give you a recap about the portfolio and how we actually — what it actually is that you own, and how we manage them.

And then finally, the financial review and Pete is going to share some of that with you as far as really talking about, really the COVID impact.

Obviously, our industry has been really devastated from that dynamic, and again,

I think from what we've been able to see with the RSA portfolio has fared fairly

well. Obviously, it has been challenging, but compared to market conditions out there in the world we have done pretty well. And we will talk about that as we kind of end up this morning.

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So, real quickly on page three, I just would -- I did want to give you an idea about who we are as far as a company. On page three you can see the This is our executive team personnel. that sits down in Mobile. Everyone except for Jim Buckalew. Jim is our chairman and CEO. He actually is housed here in Montgomery. And a lot of you quys might know Jim Buckalew, but he is a great resource for us and does a great job bringing leadership to our team. am president and Pete is CFO. And you see the other people here. We have got a gentleman, David Brown, who is VP of our Revenue. Krista Reiss is HR. got Sean Miller as Corporate Director of IT. Mike Dowling, who is Corporate

1 Director of Loss Prevention and Risk 2 Management. That's key for us obviously; 3 loss prevention is huge. And then, obviously, Taylor 4 5 Fields. We do have six spas that we 6 manage for the RSA. So, Taylor does a 7 great job overseeing our spas. 8 Some background on me on page

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I am originally from Virginia. And I graduated from Virginia Tech, if we have any Hokies. But anyway, just very proud about my Hokies there, so -- but I have been in the industry for 34 years. Really, as soon as I graduated I jumped into the hotel industry. And so, I have been around the country. I spent a lot of time with Interstate Hotels. I worked in Los Angeles, Miami, Pittsburgh, Massachusetts, around the country, and then I ended up settling here in 2004. Ι joined PCH when it was really just starting out.

And so, just been a great 17

years with PCH as we have kind of seen this organization grow, really as the Retirement Systems portfolio has grown. It's been a great journey for me, and I was appointed president back in 2012. So, Pete, tell them about yourself.

2.2.

MR. KIERNAN: Sure. My name is

Pete Kiernan. I am the CFO of PCH Hotels

and Resorts. I am an '89 grad of Notre

Dame. So, proud grad. The last year we

won a National Championship. So, it's been
a dry, dry spell for a long time.

After Notre Dame, I was in the U.S. Navy for five years. They paid for college, so I owed them some time. Spent some time in Japan, the Middle East in the early '90s. And I got a bunch of different control positions once I left the Navy. I worked for Aramark Uniforms, Sodexho, Marriott, and then Radisson, and then I came on board with PCH in 2003. Tomorrow is my 18-year anniversary here. So, again, it's been a great ride here

with PCH Hotels and Resorts.

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MR. DAVIS: Okay. Good. Page six. Just to give you very, very briefly our relationship with the Retirement Systems of Alabama: We are an independent management company. And so, our affiliation with RSA is really through management contracts. It gives us the authority to operate the hotels. So, we are totally independent of RSA. obviously the reporting structure that we report up through the private placement division here with Hunter Harrell. very closely, obviously making sure we are optimizing everything we can with the Retirement Systems' assets here in the State of Alabama.

We are an interpret management company.

I wanted to highlight a couple of the -- really, the related parties, and maybe just give you some context of what they are, and who they are. Sunbelt

is really the organization that manages the golf courses, that manages the Robert Trent Jones Golf Trail. We work very closely with them, obviously, but we do not manage the golf courses. That's a separate entity. So, you won't see any of that in our financials. So, that's a separate organization that manages the golf courses and they do a phenomenal job.

2.2.

We do use their resources. We actually do manage two golf courses down at the Grand, and Lakewood, Dogwood, and Azalea. And we do that because there is a membership program that goes along with that Lakewood. And so, that's the integration of the hotel, Lakewood, the golf courses there. So, we do manage those, but we actually do employ RTJ to help us — Sunbelt, to help us manage those. So, we still use their resources there. So.

And then the Marriott, again,

1 sometimes it's confusing with the 2 Marriott brand. Marriott is -- Marriott 3 International is an umbrella organization. They have 30 brands 4 5 underneath their umbrella. And so, we 6 take advantage of three of the brands 7 with the portfolio. We have the Marriott 8 brand, which is, again just full service 9 Marriotts. We have Autograft, which is 10 what the Grand is now. And then we have 11 the Renaissance. So, that's three of the 12 There is a lot of other brands 30. 13 within the Marriott portfolio to choose 14 I think RSA has done a great job from. 15 of picking the right brand for the right 16 hotel, based upon attributes that you are 17 selling, based upon the market conditions 18 that you are in. So, really a nice job as far as 19

So, really a nice job as far as having these brands really fit with the property, and really generating the best possible returns for each one. So, that's the organization of really some of

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1 these related parties. So.

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Page seven, this is a recap. And we wanted to give you just an idea of really what the portfolio is, because it's pretty broad. It's a large real estate portfolio in this hotel division. So, you have eight hotels. A little over 2,000 really available rooms. If you ad up all the room count in each hotel, 2,000 rooms throughout the State of Alabama. Again, you have got the branding there. You have got really, diversification. There is really a nice blend of resorts, really transient hotels, and convention hotels.

And that's just kind of the number that kind of jumps off the page at me, 36 restaurants. And if you know restaurants at all, those are not easy to manage. But if we get — throughout the property we have multiple outlets throughout the property. But we manage, there is 36 throughout the entire

1 portfolio.

2.2.

A lot of meeting space;
obviously convention space here in
Montgomery, at the River View, so a lot
of meeting space; the six spas. We do
manage the Performing Arts Center here in
Montgomery, which is a unique business in
and of itself. Allen Sanders does a
great job of leading that. He is our
general manager over there.

And then finally, the outlet shops of Grand River over at Leeds,
Alabama, is a retail outlet there that we manage. Just really bringing the resources of our structure, and we actually optimize really — Chris
Strange, our general manager does a great job leasing that real estate out, and does a great job. And we have got some numbers on that in here for you, as well.
Okay?

So, that's really the portfolio in recap, but we did want to give you

some specifics, just to make sure you know what you have. So, Pete.

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MR. KIERNAN: Yeah. So, page eight is really a fantastic picture of Jewel (audio check) Point, over at the If you go to the next page, we list out the attributes of the Grand. And probably one of the unique features of the Grand, is again, they are our biggest hotel in the portfolio at 405 rooms. But built in 1847, acquired by the RSA in 1999, but again I would call it the crown jewel of the portfolio. And I am -- hopefully everybody has had a chance to visit there, but it's a fantastic property. We did a unique feature, is we did do an autograph conversion on that property in 2018. definitely enhanced the value of the property, and how it looks and just the appeal to our guests.

MR. DAVIS: And then, next, just thumbing through this to give you some pictures on page ten, is now the smallest

1 hotel in the portfolio, the one here in 2 Prattville. It's really called the 3 Montgomery Marriott Prattville Hotel. 4 the reason it's called Montgomery is 5 because when Marriott names these and helps 6 us name them, they want to make sure there 7 is a largest city identifiable, and 8 actually when people are looking for hotel 9 rooms outside they know where they are 10 coming to. So, Montgomery is the largest 11 city so, it's really Montgomery/Prattville. 12 So, anyway this is a beautiful picture from 13 the backside of the hotel. The attributes 14 of the property on page 11, it's only 96 15 rooms, so it's small, but it's really golf 16 focused. And the neat features over there, 17 if you haven't had a chance to visit is, we 18 have the presidential cottage, which has six rooms in it. And we have two golf 19 20 villas, each with eight rooms apiece. 21 that's 16 rooms. So, there are 74 rooms in 2.2. the main building. So, 96 rooms, golf 23 focused, does a great job with what it is;

just a beautiful hotel.

2.2.

MR. KIERNAN: And page 12 is our
Auburn Marriott Opelika Resort and Spa at
Grand National. It's a mouthful to say.
And if you turn to page 13 you can see some
of the attributes of that hotel.

The big thing that we did there is in 2018, there was a renovation where we added some rooms and a spa. So, we added 93 rooms. We like to liken it to a "mini Grand," and if you haven't been out there, it reminds me a lot of the Grand.

MR. DAVIS: And then next on the list, as far as assets that we have for RSA, again just spans the whole State of Alabama, which is just a beautiful really diversification. The Marriott Shoals, on page 14. This is a picture of the front of the building. Just a beautiful spot up there in northern Alabama, the Shoals. And really on page 15, some of the attributes there that you have at the Marriott Shoals, is really it was again, RSA built it. Just

1 a -- if you have ever had an opportunity to 2 visit up there, the Muscle Shoals area, up 3 there, the music scene is just phenomenal. 4 I mean, it's just a great little area. 5 So, but even the Swampers is the 6 restaurant. The 360 Grill is the only 7 rotating restaurant in the State of 8 Alabama. So, if you ever have a chance, 9 go up there and enjoy it. It's just a 10 phenomenal experience, specifically for 11 sunset. Beautiful place. But a great 12 place up in North Alabama. 13 MR. KIERNAN: And page 16 is the 14 Renaissance Birmingham Ross Bridge golf 15 resort and spa, and, again, also known as 16 "The Castle". If you make that entrance up 17 that driveway, it's just a spectacular 18 arrival experience. 19 Again, built in 2005. We have 20 259 quests rooms there. And it's really 21 the only resort in Birmingham which is 2.2. kind of an interesting feature. 23 MR. DAVIS: And then next as far

as in the portfolio, you have back in

Mobile now, we are on page 18, the

Renaissance Mobile Riverview Plaza. And

then the picture on page 18 is the building

to your left. That's the Riverview there.

On page 18.

2.2.

And the Riverview on page 19, some of the attributes. It was actually originally built in 1983. RSA purchased it in 2004, 373 rooms. It's a good size hotel. It's actually connected to the convention center through a bridge or walkway over Water Street.

So, it's really, really hinged on convention center business. And so, as we kind of talk through the numbers later, you're going to see the convention businesses where we have taken the biggest hit. So, obviously the Riverview and here in Montgomery have been very challenging because of groups not traveling. Again, that's where the diversification has really helped

1 because, again, we do have individual 2 local people still traveling. 3 So, the resorts have done not 4 great, but they have really done better 5 than the convention hotels. And that's what the Riverview is. 6 7 So, we are actually working on 8 RSA's investing in renovation. 9 be done here in July. It's an older 10 It's just a great mood to take 11 advantage of this downtime. Renovations 12 can be very disruptive. 13 And so, taking advantage of this 14 downtime and do it now is perfect because 15 it will get better, and you will see some 16 of that when it gets better. This hotel 17 will be positioned much, much better to 18 come out of it stronger. 19 MR. KIERNAN: Page 20 is the 20 Battle House Renaissance Mobile Hotel. 21 And, again, it's a great picture on page 20 2.2. with the historic side of the hotel in the

foreground, and in the background, you can

23

see the office tower behind it. The first seven floors of the office tower are the hotel.

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So, in this hotel has 238 guests rooms, where originally the hotel was built in 1852. So, it's quite an old property except there are a bunch of fires in between us getting it. But, again, just a fantastic property if you haven't had a chance to visit.

MR. DAVIS: Then finally as far as the hotels — and this is one you guys all know and love very well, the Renaissance Montgomery here in Montgomery. Just a beautiful facility. Again, just really set the whole stage for the city. Personally I think it does. Just a great place.

Some of the attributes on page 23, obviously convention hotel. You know, that's kind of the curse right now. But, anyway, convention hotel. Just a great restaurant and bar experience. It has just a phenomenal spa. I encourage

you to take advantage of the spa on the roof top. Just a great place and a great really jewel for Montgomery.

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MR. KIERNAN: Page 24 is a great picture of the Montgomery Performing Arts Center. That's an RSA asset, but it's in conjunction with the City of Montgomery, as well. So, we manage for both entities.

And if you go to the next page, you can see the size and scope of the convention center there. It's 120,000 square feet. It's a garage, and the theater has 1,800 seats.

And if you go to the next page, on page 26, you can see the top shows that it had been there over the last couple of years, and I think it's been a great enhancement to the hotel and to the City of Montgomery having that facility here.

MR. DAVIS: Just kudos to Allen Sanders, our general manager, does a great job with that, and he knows these guys.

It's kind of funny. He can tell you stories. If you ever have a chance to talk to Allen Sanders, he can tell you some stories.

2.2.

Page 27, not quite as glamorous as the Mobile city garage. So, but page 27, but it's a great asset. You like to have some parking decks. Page 28 is 1,200 spaces. It's actually a long-term lease that RSA has entered into with the City of Mobile. The lease actually is a 49-year lease. It goes to 2053. It has some extension options on the backside of that. But that's really the parking facility for the Riverview, and we also used it for the Battle House, as well.

So, it is needed obviously, and it's a great really asset for the hotel group. So...

MR. KIERNAN: And finally for the asset we manage for RSA is the Outlet Shops at Grand River. You can see on page 30, we have the three 29,000 square feet of shops.

earlier, Chris Strange manages that for us. He has got over 30 years of experience managing retail and really bringing in tenants and having a 93% occupancy, and the current retail environment that we are in is phenomenal. And we keep bringing in really new more and more local tenants.

2.2.

MR. DAVIS: And that is a world wind of changing in that retail. We know retail is changing. But she has done a phenomenal job in bringing in some retail on components like antique stores, those type of things, which are kind of NewVo now. She has done a great job really thinking out of the box.

So, on page 31, as far as now getting into some operations because, you know, I can say some great things about these hotels, because I think they are phenomenal, but it's nice to see other people say great things about them. So, on page 32, we kind of recap some of the

really recognitions that these hotels have received over the past few years.

2.2.

So, on page 32, you will see this is just a listing of the Grand's recognitions. Four Diamond, ranked number two in the U.S. News and World Report in the state of Alabama for 2021. It just came out. You might have seen that in The Advisor. If not, I know it's coming out.

The number one hotel is the

Battle House. So, we have got number one
and number two. So, that's nice
features. And you will see that on their
listing.

We do have great people. The Hotel Of The Year this past year was Scott Tripoli, our general manager down at the Grand. Again, he has just been a great addition for us for the past few years and really does high energy and does a great job managing that whole mammoth of a facility down there for us.

So, just other awards there. I am just going to breeze through these just to kind of — we wanted you to have something to see, again, that they continue to be recognized outside of our own dynamic here.

2.2.

Page 33, the small little

Prattville hotel, it's really a golf

centered hotel, but, again, it does great

food and beverage. It's recognized by

Marriott guests satisfaction scores. And

really that food and beverage element

there, they are continuing to be

recognized there.

The Auburn property, Four
Diamond. And, again, the recognition
here is, when you get into the national
recognition, you can see the number
eleven of Spas of America. So, just a
great recent recognition for the spa
which is recently added to the property.
Again, just a beautiful facility and
encourage you to take advantage of that

and take your wife over there.

2.2.

Page 34, again, just Four
Diamond up at the Shoals. They are
ranked number four in the state of
Alabama. But, again, the spa was
recognized most recently as number 30 in
the top hundred Spas of America.

So, Ross Bridge, the same type of recognition, just Four Diamond, number eight in the state. Number four spas in the top hundred. So, again, just great attributes and really compliments to the properties. Physical assets which are beautiful and well maintained by RSA and then the operational team, which I am proud of, to bring the skill set to provide the service and the experiences.

So, and then page 35 down to

Mobile, you have got really the Riverview
and the Battle House. Both are Four

Diamond rankings as far as the Riverview
is number 12 in the state. Convention

South is a big award because it is a

1 convention hotel for the Riverview. And 2 there, Ken Blackinton was recognized 3 during 2018. So, again, just a great 4 hotel down there, as far as running that 5 facility. 6 Again, the Battle House, again, 7 Four Diamond, is number one in the state 8 as far as hotel and was Historic Hotel Of 9 The Year for America in 2020. So, again, 10 just a great recognition as far as the 11 quality of that asset. 12 And then finally you have got 13 Montgomery here again the AAA Four 14 Diamond Award, as well. Number 13 in the 15 Again, some local recognition as state. 16 far as convention business. And, again, 17 Craig Hilliard was the general manager of 18 the estate in 2017. 19 So, again, just I am very 20 blessed to have some great general 21 managers running these hotels, and we all

So, those are recognitions.

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are.

Again, people saying some great things about these properties.

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So, page 37, there is a lot of numbers on this, but I thought it was important to share with you. One thing we look at constantly is quests feedback. So, page 37, we actually have -- Marriott has what they call quest satisfaction surveys. And so, what you see here is the scores over since October. fiscal year, October through January. And what I have circled to the right, we have four hotels are in the top 10% of brand, and that's a pretty high level of performance. That's what we consider really the highest level at the top 10% of brand.

So, specifically if you look at the Grand to the far right, they are number eight out of 122 hotels. That's pretty phenomenal. You have got the Shoals is number 24 out of 358 Marriotts. And then you have got Auburn, which is 25

out of 358 Marriotts. And then you have got the Battle House, number six out of 87 Renaissances.

2.2.

So, just a great, again, we can constantly look for guess feedback.

That's the only way we get better is make sure we continue to hear from our customer, what they are saying, what they are feeling about the experience. And you see at the total at the bottom here, 76.7 versus the total brand of 66.

So, again, we continue to press this. This is a big deal for us to make sure we are giving the customer what they want and the service they need.

So, the next page, page 38, again, talking about our people, and, again, almost to the point where you-all are interested about the COVID, but I wanted to make sure that you heard this first because this is really the kind of the secret sauce as a people. Right now you see 1,400 people throughout the state

1 of Alabama throughout these properties. 2 Pre-COVID, we had a little over 2,000. 3 And so, obviously back in April, really 4 March 15th when it really occurred, we 5 dropped down to as low as 800, 6 immediately responding to the shifting, 7 really no business. So, minimum fixed 8 staffing. And now we are back up to 9 1,400 that you can see here. And, again, 10 Pete will show you some occupancy numbers 11 that justify bringing that back. But we 12 responded very quickly. 13 I can tell you it was probably 14 the toughest thing I've ever had to deal 15 with, because a lot of times in our 16 industry you just seek it, you move 17 forward. But this was a radical change. 18 Our industry has never seen it before. 19 And, again, it was a tough time, when you 20 look at these faces here, and we had to 21 let a thousand people go. 2.2. But, anyway, it's coming back. 23 And we are really extremely excited about

1 the future to see how this is working. 2 Yes, sir? 3 DR. MACKEY: Of the 1,450 where 4 you are like now, like, what percentage --5 so you can hear me. What percentage of 6 people who got called back that had to be 7 laid off early in the spring versus new 8 hires you can make. 9 MR. DAVIS: Yeah. Because that's 10 the first thing first. First out is first 11 back. Our HR people were very diligent 12 about that because we wanted to make sure 13 they were the first ones we called. 14 Absolutely. Yeah. That's important, 15 because these are our people and we care 16 about them. 17 DR. MACKEY: Thank you. 18 MR. DAVIS: Yes, sir. So, that's 19 just kind of the number piece. I did one 20 on page 39 because, again, as we invest --21 what we invest in -- again, RSA does a 2.2. great job investing in the physical assets. 23 Us as a management company, we invest in

our asset, which is the people. So, on page 39, you will see what we do as far as a management company. We are only as good as the people behind the front desk, and they are being trained, having the skill set to really deliver the service. So, we have a strong learning investment program. We have what we call PCH Online University which provides online tools that they can take and classes we use. We have really some required training, OSHA training, we have to deliver every year. We use that to track it, but we have had to modify that in this year really to -- really to optimize that platform much, much more because we couldn't do in-person learning and development.

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So, you will see we did some blended learning. We've had to do some — We are back into having some in-person learning through social distancing with smaller classes. But that's a big part of what we are as an

1 organization, and really I am pleased 2 that we are able to do this and even do 3 this really through the course of the COVID situation. 4 5 CHAIRMAN HALLMARK: Dr. Shomaker, 6 did you have a question? 7 MS. SHOMAKER: I do. Just a 8 curiosity question on the branding. How do 9 we determine if a hotel will be a Marriott 10 or a Renaissance? 11 MR. DAVIS: Well, the decision on 12 that is really their 20-year agreements. 13 So, they are really done a long -- quite a 14 few years ago. 15 MS. SHOMAKER: Okav. 16 MR. DAVIS: Until you get into the 17 term and that's where the Grand was at the 18 end of its term. And so we had an 19 opportunity to look at the brand to make 20 sure it was the right brand for the Grand 21 moving forward and not just simply copy and 2.2. paste. 23 And so, really we did through

1	due diligence of actually performance.
2	There's different fee structures that are
3	related to each brand. There is
4	different revenue average rate
5	opportunities that you have. Each brand
6	is known for something. And so, you want
7	to pick the brand that gives you the best
8	opportunity to optimize the profitability
9	and really optimize really the
10	characteristics of that property. So, it
11	is individually done.
12	MS. SHOMAKER: So, do you have
13	the Do you do that independently make
14	that decision, or is that done with members
15	of RSA staff assisting you?
16	MR. DAVIS: It's done with RSA,
17	yes, ma'am. Yes. We provide the data, and
18	the decision is really up to RSA.
19	MS. SHOMAKER: Thank you.
20	CHAIRMAN HALLMARK: Mr. Whaley?
21	MR. WHALEY: Do we work with,
22	like, AUM and other schools to with
23	their hotel management classes?

1	MR. DAVIS: We do.
2	MR. WHALEY: Okay. That's great.
3	MR. DAVIS: Yeah. We actually go
4	to their different if it's a
5	different it is not actually a job fair.
6	But we actually go to their career fares
7	that they have, yes. Our HR team are very
8	diligent about optimizing that. They are
9	remote now. So, we are Zooming in with
10	them making sure we expose ourselves to
11	those great candidates, yes.
12	MR. WHALEY: Are there other
13	universities that we work with other than
14	AUM?
15	MR. DAVIS: Yeah. We work with
16	Alabama, Auburn, South, all the local
17	schools that are around these properties.
18	Typically they are related to where the
19	properties are located. But, yeah, we work
20	with all of them, yes.
21	MR. WHALEY: That's good.
22	MR. DAVIS: All right. So, now,
23	on to the fun part, the financials. So, I

am going to let Pete kind of take over from here.

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2.2.

MR. KIERNAN: Page 41, just a couple of bullet points of really what happened to our industry during COVID. So, you can see that the gathering sizes were limited to ten people or fewer. Social distancing at six feet. Restaurant bars were takeout only for a few months. And then the COVID impact on the numbers occupancy in February was a record month of occupancy for us as a company at 70% for February. And then we just dropped down in March and then dropped down again in April. You can see 34% in March and 4% occupancy in April.

Again, group customer was the biggest impact we saw where the group customer was down 82% versus 2019 numbers. Total room revenue in the industry was down 50%, and we were down 39.2%. So, we were down, but not by the same amount as the industry as a whole.

2.2.

If you look at the next few pages, really page 42, 43 and 44, you can see some examples in Montgomery. We did a site visit for a bunch — a visit for a bunch of clients just to show them, you can hold meetings safely at our hotels. We know how to do it. And, again, just some great examples of how they do it with grab—and—go food, social distancing at the meeting and, again, people wearing masks. So, we have set us up for success as we come out of this.

If you go to page 45, you can see our occupancy trend as an RSA portfolio versus the industry. And, again, I took a couple of years so you can kind of see the trending with 2018, 2019, and then getting into the pandemic of 2020.

So, you can see that we were pretty flat to what the national industry is in occupancy. We were down just slightly more occupancy wise in the

industry.

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And if you take one page more, you can see page 46, our average daily Now, average daily rate we have always exceeded the industry with the rate at our hotels. And, again, during 2020, you can see that the industry was down 21.5% in rate, just to try to capture customers. And in our portfolio, we did not have to do that as much. were very fortunate to have hotels like the Grand, Ross Bridge, the Shoals, and Opelika, who are resort type properties. And with the resort type properties, we did see some transient demand in the summer that people just wanted to get out of the house, and we were able to leverage that, which was fantastic.

The next page, page 47, is sort of the kind of the bread and butter of the industry from a statistic perspective. It's called, "revenue per available room." And on the industry

exceed the industry in our revenue per available room. And, again, this is where I was talking about the statistic earlier where the industry was down 50.9% in revenue per available room. And our RSA portfolio was down 39.2%. And really the big driver of that is the diversification of the portfolio.

2.2.

So, having convention hotels and then having resort hotels working together, we were less impacted by the pandemic.

Page 48, I just want to kind of show you where we were. It's a month-by-month occupancy on page 48 from 2019. And you can see just solid occupancy through the year averaging almost 66% for the year.

And then on page — the next page, on 49, you can see the impact of the pandemic. So, again, that's the line in read. And you can see how we mirrored

2019 for the first five months of the fiscal year, and then really March and April we began to drop down, all the way down to 4.7% in the month of April. But then after that, a steady climb up; not to the levels of 2019, but a climb up.

2.2.

And then, finally, on page 50, you can see the blue line, which is where we are forecasting us being in 2021, so this new year.

So, again, the first couple of months we were behind where we were at those non-pandemic months of last year and 2019 but, again, responding post March to kind of start beating where we were that year and fast approaching where we had been in 2019.

On page 51 is just a quick example of our revenue trends over the last ten years. So, you can see how the portfolio has grown. And, again, we made a big jump on 2018 to 2019 where we went from \$152 million to \$172 million. And

the explanation for that is that was when the Autograft — we were renovating the Grand, and then the Grand came online, and we saw an instant revenue pick up really in the whole portfolio. And just to describe the industry as a whole, really what we saw in 2019 was the tenth year of expansion in hotel revenues. So, hotel revenues have been expanding for quite sometime.

2.2.

And, again, we expect to return to normal to be in the fiscal year 2023 and fiscal year 2024.

The next page, on page 52, is our cash available number. And, again, you can see, you know, solid growth throughout the first ten years of the portfolio, but then the really 2020 was a big impact on us. And, again, dipping below — just below break—even, but we see our budget for this year is at \$3.4 million positive cash as we slowly climb out of the pandemic.

If you look on page 53, I just wanted to give a quick information on the impact the portfolio has on tax revenues for the State of Alabama. And, again, we collect and remit back to the local authorities and to the State \$18.7 million in taxes. So, again, it's a big driver of economics in the state.

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On page 55, I wanted to just look at the budget for this year just so you can kind of share. It's probably the first glance you can see where I break down the hotels individually. So, you can see that really on page 55 on the left side that the Grand Hotel on the top one there is our biggest hotel with \$46 million in revenue. And, again, large changes versus the previous year we are selling solid growth versus 2019, the pandemic year. And, again, where we want to get to is on the far right, which is 2019. And we are on page 55.

On page 56 is a quick look at

our cash available budget. And, again, you can see the Grand Hotel again leading the charge. And if you look at the hotels that are positive for this year, they are the resort-related properties. The convention business is not back just yet. We are seeing glimpses of it coming, you know, late summer, early fall and then into fiscal year 2022.

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And one other thing that I wanted to make sure I pointed out, that we did apply and received a PPP loan for the portfolio that was eligible. And, again, that impacted last year's cash available. We are not showing it in our financials just yet because it's with the SBA requesting for forgiveness for the loan. And we should know that within the next six months.

On page 57, finally, just a quick look at our budgeted occupancy in our ADR for the year for 2021 in the budget. Again, we are expecting to get

looking back This pandemic whole industr specifically. bigger, bette forward. MR. just wrapping	ccupancy, which again,
This pandemic whole industrum specifically. Specifically. bigger, better forward. MR. just wrapping	
whole industr specifically. bigger, bette forward. MR. just wrapping	at our history, it's tough.
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forward. MR. just wrapping	But, again, I think
8 MR. 9 just wrapping	r things to come as we look
9 just wrapping	
	DAVIS: And then just really
10 a picture of	, obviously, we just gave you
3. F=3300=3.	our people on page 58. These
11 are the peopl	e that I am most proud of.
Just some pic	tures of our people. Again,
13 they make the	se hotels go, and just very
14 proud of all	of them. They work extremely
15 hard. And, a	gain, they have a passion for
what they do.	So, excited to be a part of
17 this organiza	tion.
18 So,	that's what we had
19 formalized to	present to you this
20 morning.	
21 Any	questions? Anything that we
22 can answer fo	r you?
23 CHAI	RMAN HALLMARK: Okay. We have

1	heard yes, Dr. Mackey.
2	DR. MACKEY: If I might say
3	just back to my prior comment, I want to
4	say thank you. You have great people. And
5	I think it says a lot that when you call
6	those people back, they didn't say, well, I
7	found another job I would rather do. They
8	wanted to come back to work, and that shows
9	leadership and a great organization.
10	MR. DAVIS: We appreciate that.
11	MR. KIERNAN: We appreciate that.
12	MR. DAVIS: Just from an emotional
13	side when we actually had to give those
14	notices, a lot of the associates would say,
15	hey, we know it's going to be okay. They
16	comforted us. That's the type of people we
17	have, which is pretty amazing. So
18	CHAIRMAN HALLMARK: Any other
19	comments? Mr. Whaley?
20	MR. WHALEY: Just the performance
21	at Montgomery is unbelievable. It's really
22	nice. It's a great hotel.
23	CHAIRMAN HALLMARK: If you have

1 never been to a venue there, it's really 2 It really is. Okay? Tony, Pete, nice. 3 thank y'all. 4 MR. DAVIS: Appreciate it. 5 CHAIRMAN HALLMARK: Next we have 6 our report on our TRS audit. 7 REPORT OF TRS AUDITED FINANCIAL STATEMENTS 8 MR. WILLIAMS: Thank you, 9 Mr. Chairman. 10 CHAIRMAN HALLMARK: Yes, sir. 11 MR. WILLIAMS: I believe everybody 12 has a copy of the CAFR. And behind the 13 financial section on page 12 starts our 14 audit report. And, again, we would look at 15 our audit report and the required 16 communications. 17 And as we start the audit report, again, it's divided into a couple 18 19 of sections there: Management's 20 responsibility, the auditors' 21 responsibility, and our opinion. 2.2. there are basically four opinions that 23 you could issue. Auditors are not very

creative. We have an unqualified opinion which basically is referenced earlier means there were no issues, no difficulties. That's a clean opinion. The alternative to that first is a qualified opinion, which means there was something that we had issue with or that we were not able to opine or report on.

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2.2.

After a qualified opinion, you would have a disclaimer of opinion. It's kind of the third possible opinion. A disclaimer of opinion means we were not able to complete our audit. We weren't able to get enough information to be able to conduct auditing procedures.

And then the last possible opinion that you could ever have is what's called an adverse opinion. And an adverse opinion means that there were material errors found. There were potentially fraud found. And that we can not opine that those statements are presented in accordance with the

appropriate accounting principles. So, there's four possible opinions. And the opinion for the system that we will see today is an unqualified opinion, which means we did not run into any difficulties or note any such errors or misstatements during our procedures.

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2.2.

So, to start again, we audited the company financial statements. You will notice our report is addressed to the Boards of Controls for the Teachers' Retirement System, the Employees' Retirement System, and the Judicial Retirement Fund. This is a combined audit report on the systems as a whole. But during our testing procedures, which our audit procedures typically take between 750 to 900 hours for all the engagements to complete, we have a large team that kind of works on that. But each system has its own thresholds that we use for testing.

So, when you see the combined

report, the TRS is tested on its own.

The ERS is tested on its own. And the

JRF is tested on its own. And then those

are combined together.

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Management is responsible for presenting these financial statements in accordance with the appropriate accounting principles. And then we are responsible for expressing an opinion on the financial statements and whether or not they are, in fact, in accordance with the appropriate accounting principles.

In our opinion — below notes that in our opinion, the combined financial statements referred to above present fairly in all material respects the fiduciary net position of the Retirement Systems of Alabama as of September 30, 2020, and the changes and the fiduciary net position for the year then ended in accordance with the accounting principles generally accepted in the United States of America.

1 And then we have the other 2 matter section which basically says there 3 are prior year comparative numbers in the 4 financial section, but those are there 5 for your review only. The notes only 6 provide single year, which is kind of in 7 accordance with how CAFRs are presented 8 in governmental financial statements. 9 And then there is the required 10 supplementary information that's required 11 by the GASB, and the management 12 discussion and analysis is kind of at the 13 front of that. And, again, I would refer 14 you to that if you are going through the 15 CAFR to kind of start there because it 16 gives a great overview of analysis of 17 what transpires from year to year and the 18 comparisons in the financial statements. 19 That would conclude the report 20 on the opinion. 21 CHAIRMAN HALLMARK: Steve, with 2.2. his report. Any comments or questions at 23 this time?

(No response).

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MR. WILLIAMS: As we move into the required communications similar to the report I presented this morning, the communications basically kind of start and say that we appreciate the opportunity to be of service. And then it goes into matters that might have arisen to our attention that we would communicate to you-all as a board any difficulties that we might have encountered, any audit adjustments that we might have been required to make or noted. And as you flip through the letter, you will see that those are all none, or not applicable. We didn't encounter any difficulties. We did not propose any audit adjustments.

But in the letter, if you would flip over to -- I believe it's the accounting policies, judgment and sensitive estimates, and see our comments on quality, this section kind of points out the key areas in the financial

statements. These are the largest most material estimates that are — estimates that are subject to valuation and changes in valuation and fair value. Of course, the investments are the largest portion of that.

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And so, we note here that the investments are how they are carried and reported in the financial statements, and we note that the policies of the RSA are in accordance with all the appropriate accounting guidelines.

We go on to also comment on the net pension liability. And as you know, the RSA has the net pension liability for the State as a whole and how that is presented within the notes. And then it has the pension liability for its employees that are actually in the financial statements. And we note that those are also reported and disclosed in accordance with all the appropriate accounting principles, and that we had no

issues in auditing those.

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As I mentioned earlier, there were no audit adjustments. Our presentation letter is included, which again, gives you basically a copy of the representations that management makes to us annually regarding what we've been provided to access that they have given us their response to our inquiries and questions, and things of that nature.

And then the very last page in the required communication is kind of what we referred to as auditors as the management letter or the internal control letter. That letter defines to you what a deficiency and internal controls would look like and might be. And then it notes that during our audit we did not encounter or note any deficiencies or weaknesses in the internal controls of the RSA.

I would be happy to answer any questions or --

1	CHAIRMAN HALLMARK: Okay. Any
2	comments or questions at this time?
3	(No response).
4	CHAIRMAN HALLMARK: Don't have
5	any.
6	MR. WILLIAMS: Thank you,
7	Mr. Chair.
8	CHAIRMAN HALLMARK: Steve, thank
9	you too. Appreciate your work.
10	The next Item VIII. We have
11	approvals from Mr. Yancey.
12	APPROVALS
13	MR. YANCEY: Thank you, sir. Page
14	44, we have requests for reinstatement to
15	active status by four currently retired
16	members. These are individuals who have
17	retired, returned to work, completed at
18	least two years as required and have
19	requested reinstatement to active status.
20	Staff recommends the Board approve their
21	requests.
22	CHAIRMAN HALLMARK: Okay. You
23	have heard Mr. Yancey's request on

1	approvals for reinstatements. At this
2	time, I need a motion to approve.
3	MRS. LOCKRIDGE: Motion.
4	CHAIRMAN HALLMARK: Mrs.
5	Lockridge.
6	MS. MOBLEY: Second.
7	CHAIRMAN HALLMARK: Second,
8	Ms. Mobley. Any comments or questions?
9	(No response).
10	CHAIRMAN HALLMARK: All in favor
11	say "aye."
12	(Board members saying "aye").
13	CHAIRMAN HALLMARK: All opposed,
14	like sign?
15	(No response).
16	MR. HALLMARK: Ayes carry.
17	We move to our next item, Item
18	IX, the election update, Mr. Yancey.
19	ELECTION UPDATE
20	MR. YANCEY: Yes, sir. Next year
21	is going to be a busy year. There are six
22	positions on the Board up for. Reelection
23	next year, teacher positions, number one

and two; that's Amy Crew and Ricky Whaley. The support position, number one, Susan Lockridge. Retired position, number one, Peggy Mobley. Postsecondary position, Dr. Susan Brown. And higher ed, number one, Dr. Van Matre.

2.2.

So, all of those will be up for election during this next cycle. The nominations — all of this will pick up in the fall. You know, we will make formal announcements. But nominations are due in by early September. The election will then take place in October and November, and the new terms of office will start in July, you know, of that following year.

Currently Mr. Butler, Dr. Mackey and Mr. Whaley are on the Election

Committee. But at some point, Mr. Chair, you will need to appoint someone to replace Mr. Whaley on that Committee. He can't serve when he is up for reelection.

But sometime between now and sometime in

1 the fall. 2 MR. HALLMARK: Okay. 3 MR. YANCEY: And that's the election update. 4 5 MR. HALLMARK: Just a comment. 6 The elections, you know, the poor turnout 7 for people getting out to vote. I mean, I 8 look at the -- take, for example, the 9 principal's election. We have -- I don't 10 know how many principals, Eric. You might 11 could help me with how many principals we 12 have in Alabama. I'm sure it's -- Would it 13 be a thousand? Do we have that many? 14 DR. MACKEY: It's about 1,500. 15 1,500. And we have MR. HALLMARK: 16 52 vote to serve on this board as important 17 as this Board is to our members whether 18 it's PEEHIP, or whether it's TRS, out of 19 1,500, we have 52 vote. 20 Now, I don't know what the 21 answer is. I don't know if there is an 2.2. answer. I don't know what the 23 percentages are and other positions to

support one, retired, teacher. I don't think they will they would be that low.

2.2.

MR. YANCEY: Not quite, but close.

MR. HALLMARK: I do know we have had some glitches a little bit with the ballots going out and hopefully that can be resolved. I don't think that may have anything to do with it. It may have a little bit as to why the voter turnout was so low. But, you know, that's just a comment. I'm not looking for a solution, it's just something that disturbs me. Yes, sir.

MR. YANCEY: One of the things
that we talked about when we saw that
extremely low turnout in the principals'
race is sending out a preemptive notice
before the ballots go out explaining the
election and the importance of, you know,
people getting involved in voting, you
know, for someone they think will represent
their interest on the Board and look out
for the interest of all the educators.

1	That's all we can do is try to see if we
2	can do something to ramp up the
3	participation.
4	CHAIRMAN HALLMARK: Yes, sir. Any
5	other comments at this time?
6	(No response).
7	CHAIRMAN HALLMARK: All right.
8	Our next meeting I think I wrote it
9	somewhere. Is it May? June 2nd? I think
10	it's June 2nd. And I hope it doesn't
11	interfere with anybody's schedule. But we
12	have to put it down for June 2nd. So, at
13	this time I need a motion for us to adjourn
14	today.
15	MR. WHALEY: Motion to adjourn.
16	CHAIRMAN HALLMARK: Mr. Whaley.
17	MS. McCOY: Second.
18	CHAIRMAN HALLMARK: Second, Ms.
19	McCoy. All in favor say "aye"?
20	(Board members saying "aye").
21	CHAIRMAN HALLMARK: All opposed,
22	like sign?
23	(No response).

1	CHAIRMAN HALLMARK: Thank y'all.
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4	(Conclusion of TRS Board of
5	Control meeting at
6	approximately 12:15 p.m.)
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1	REPORTER'S CERTIFICATE		
2			
3	STATE OF ALABAMA		
4	ELMORE COUNTY		
5			
6	I, Jeana S. Boggs, Certified Professional		
7	Reporter and Notary Public in and for the State of		
8	Alabama at Large, do hereby certify on Tuesday,		
9	February 2nd, 2021, that I reported the TEACHERS'		
10	RETIREMENT SYSTEM BOARD OF CONTROL MEETING; that the		
11	foregoing colloquies, statements, questions and		
12	answers thereto were reduced to 88 typewritten pages		
13	under my direction and supervision; that the		
14	transcription of said meeting is true and accurate		
15	transcript.		
16	I further certify that I am duly licensed		
17	by the Alabama Board of Court Reporting as a		
18	Certified Court Reporter as evidenced by the ABCR		
19	number following my name found below.		
20	I further certify that I am neither of		
21	relative, employee, attorney or counsel of any of		
22	the parties, nor am I a relative or employee of such		

attorney or counsel, nor am I financially interested

23

1	in the results thereof. All rates charged are usual			
2	and customary.			
3	This the 2nd day of February, 2021, in the			
4	year of our Lord.			
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9	Jeana S. Boggs ABCR NO. 7, Exp 9/30/2021			
10	Certified Court Reporter and Notary Public			
11	Commission expires: 8/9/2022			
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CHAIRMAN HALLMARK: [47] 5/2 5/8 7/2 7/5 7/8 7/11 7/13 7/23 8/3 8/7 8/10 8/13 14/18 14/21 25/19 27/12 27/15 29/9 29/19 31/1 31/6 32/3 32/7 32/19 32/23 61/5 62/20 72/23 73/18 73/23 74/5 74/10 78/21 82/1 82/4 82/8 82/22 83/4 83/7 83/10 83/13 87/4 87/7 87/16 87/18 87/21 88/1 **DR. BROWN:** [1] 5/22 DR. MACKEY: [7] 5/16 14/4 14/19 59/3 59/17 73/2 85/14 DR. VAN MATRE: [2] 22/7 22/13 MR. BUTLER: [2] 5/12 16/13 MR. COLE: [2] 6/13 7/1 **MR. DAVIS: [23]** 32/10 32/21 33/2

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22/17 23/1 MR. WHALEY: [20] 5/10 13/18 13/22 17/1 17/6 17/13 17/20 18/10 19/1 19/14 20/5 20/12 20/17 20/22 62/21 63/2 63/12 63/21 73/20 87/15 MR. WILLIAMS: [4] 74/8 74/11 79/2 82/6 MR. YANCEY: [5] 82/13 83/20 85/3 86/3 86/14 MRS. LOCKRIDGE: [3] 6/5 6/21 83/3 **MS. CREW: [2]** 6/1 7/22 MS. DIANE SCOTT: [1] 15/20 **MS. EATON: [15]** 5/7 5/9 5/11 5/13 5/15 5/17 5/19 5/21 5/23 6/2 6/4 6/6 6/8 6/10 6/12 MS. GIBSON: [1] 6/11 **MS. McCOY: [2]** 6/3 87/17 MS. MOBLEY: [2] 6/9 83/6

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